

RECORDATION NO. 21150 FILED

JAN 13 '98 11-11 AM

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OF COUNSEL
URBAN LESTER

RECORDATION NO. 21150 FILED

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January 13, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated October 1, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 19, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 23, 1997.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons
480 West Dussell Drive
Maumee, Ohio 43537

Lessee: Morton International, Inc.
(Morton Salt Division)
100 N. Riverside Plaza
Chicago, Illinois 60606

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SURFACE TRANSPORTATION
BOARD

Q. H.
Counterparts -

Vernon A. Williams
January 13, 1998
Page 2

Memorandum of Lease Assignment, Management
and Escrow Agreement

A →

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussell Drive
Maumee, Illinois 43537

Memorandum of Asset Purchase, Assignment
and Assumption Agreement

Assignee: Star Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is:

ten (10) boxcars BAEX 457 through BAEX 466

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JAN 13 '98

11-11 AM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December 19, 1997, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

WITNESSETH:

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated December 19, 1997, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Assignment and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**
President and CEO

Title: _____

THE ANDERSONS, INC.

By: 

Name: **GARY SMITH**

Title: **V. P. Fin. & Treas.**

STATE OF Ohio)
) SS
COUNTY OF Hamilton)

On this 24th day of December, 1997 before me personally appeared John V. Handelsman to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

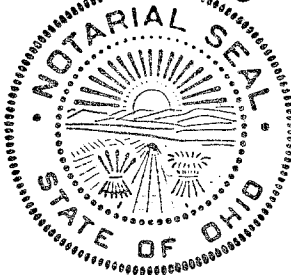


Joanne M. Ahlers
Notary Public
Joanne M. Ahlers
Notary Public of Ohio

My commission expires: May 8, 2001

STATE OF OHIO)
) SS
COUNTY OF LUCAS)

On this 23RD day of December, 1997 before me personally appeared GARY Smith to me personally known, who being duly sworn, says that he/she is the VP Finance / Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble
Notary Public
JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

My commission expires:

Exhibit A

Year Built 1974
Plate C Box Cars

Car Numbers		
1	BAEX	457
2	BAEX	458
3	BAEX	459
4	BAEX	460
5	BAEX	461
6	BAEX	462
7	BAEX	463
8	BAEX	464
9	BAEX	465
10	BAEX	466

Old Car Numbers		
1	WP	67042
2	WP	67043
3	WP	67044
4	WP	67045
5	WP	67046
6	WP	67047
7	WP	67048
8	WP	67049
9	WP	67050
10	WP	67051